



BANGLA ENTERTAINMENT PRIVATE LIMITED

CIN: U92199MH2007PTC270854

4th Floor, Interface, Building No.7,
Off Malad Link Road, Malad (West),
Mumbai – 400 064

Tel +91 22 6708 1111

Fax +91 22 6643 4748

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CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BANGLA ENTERTAINMENT PRIVATE LIMITED AT ITS MEETING HELD ON DECEMBER 21, 2021

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (**“Act”**) and all other applicable provisions of the Act, and the rules and regulations framed thereunder, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by the Securities and Exchange Board of India, (including, in each case, any amendment(s), statutory modification(s) or re-enactment(s) for the time being in force), and any other applicable provisions, if any, read with the relevant clauses of the memorandum of association and articles of association of Bangla Entertainment Private Limited (the **“Company”**) and subject to the: (a) approvals of the shareholders, secured and unsecured creditors of the Company (if any), Sony Pictures Networks India Private Limited (**“SPNI”** or the **“Transferee Company”**) and Zee Entertainment Enterprises Limited (**“ZEEL”** or the **“Transferor Company 1”**); (b) approval of the National Company Law Tribunal, Mumbai Bench (**“NCLT”**); (c) approval of the Competition Commission of India (**“CCI”**); (d) no objections/ approvals of the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**); (e) and approvals from such other persons or Governmental authorities as may be set out in the Scheme and the MCA and subject to such conditions and modifications as may be prescribed or imposed by any Governmental authorities while granting such approvals, and upon taking note of: (i) the valuation report dated December 21, 2021 provided by RBSA Valuation Advisors LLP, a registered valuer, that determines the share exchange ratio under the Scheme, and (ii) other relevant documents placed before the board of directors of the Company (**“Board”**), the approval of the Board be and is hereby accorded to the scheme of arrangement amongst the Company, the Transferor Company 1, and the Transferee Company, and their respective shareholders and creditors (**“Scheme”**), as placed before the Board, for *inter alia* the following as set out in the Scheme:

- (i) sub-division of the share capital of SPNI, issuance and allotment of the bonus shares by way of a bonus issue by SPNI, and issuance and allotment of 264,956,361 equity shares by SPNI to the shareholders of SPNI on a rights issue basis as contemplated in the Scheme;
- (ii) issuance and allotment of 36,710,306 equity shares by SPNI to certain promoter entities of ZEEL;
- (iii) amalgamation of (a) the Company with and into SPNI, and (b) ZEEL with and into SPNI, in each case, in accordance with Section 2(1B) of the Income-tax Act, 1961;
- (iv) dissolution without winding up of the Company and ZEEL;
- (v) conversion of SPNI into a ‘public company’ and consequent amendments to the memorandum of association of the Company;



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- (vi) issuance and allotment of equity shares by SPNI to the equity shareholders of ZEEL, based on the share exchange ratio specified in the Scheme;
- (vii) issuance and allotment of equity shares by SPNI to the equity shareholders of BEPL, based on the share exchange ratio specified in the Scheme;
- (viii) transfer of the authorized share capital from ZEEL and BEPL to SPNI;
- (ix) listing of the equity shares of SPNI on the Stock Exchanges;
- (x) appointment of Punit Goenka as the managing director and the chief executive officer of SPNI, subject to and on the terms as agreed between Punit Goenka and SPNI;
- (xi) non-compete arrangements and payment of certain non-compete fees; and
- (xii) amendment of the articles of association of SPNI;

RESOLVED FURTHER THAT any of the directors of the Company, General Counsel of SPNI, Nitin Nadkarni, Chief Financial Officer of SPNI and Rajkumar Bidawatka, Company Secretary and Compliance Officer of SPNI be and are hereby severally authorized to take all actions and decide all matters relating to and / or incidental to the Scheme and/or necessary or desirable for giving effect to the Scheme, including but not limited:

- (a) to make any alterations, changes, or modifications to the Scheme, as may be expedient or necessary;
- (b) to withdraw the Scheme in accordance with the MCA;
- (c) to file the Scheme and / or any other information / details / documents (including any affidavits) / instruments with the NCLT or any other body or regulatory authority or agency (including third parties) to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (d) to file appropriate application(s), documents, petitions, filings, affidavits, letters or writings before the NCLT, or such other appropriate authorities seeking directions as to convening / dispensing with the meeting of the shareholders / secured or unsecured creditors of the Company and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT or such other appropriate authority;
- (e) to file any affidavits, petitions, pleadings, applications, orders, forms or reports before the NCLT, Stock Exchanges, CCI or any statutory or regulatory authority including the Registrar of Companies, as may be necessary, in connection with the Scheme and/or in connection with the sanction thereof, and to do all such acts, deeds or things as may be deemed necessary or desirable in connection therewith or incidental thereto;
- (f) to sign all applications, affidavits, petitions, pleadings, documents, filings, letters or writings relating to the Scheme, and represent the Company before the NCLT, Stock Exchanges, CCI, Ministry of Information and Broadcasting and any other regulatory authorities in relation to any matter pertaining to the Scheme or delegate such authority to any other person by a valid power of attorney;



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- (g) to engage, dismiss or change counsels, advocates, solicitors, valuers and other professionals in connection with the Scheme;
- (h) to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices in connection with the Scheme;
- (i) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (j) to obtain approval from the NCLT, Stock Exchanges, CCI, Ministry of Information and Broadcasting and such other authorities and parties including the shareholders, creditors and lenders as may be considered necessary, for the approval and sanction of the Scheme;
- (k) to incur expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses (such as stamp duty and other applicable taxes);
- (l) to do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (m) to delegate all or any of the above-mentioned powers to any other person.

RESOLVED FURTHER THAT any one of the directors of the Company, be and are hereby severally authorized to issue duly certified copies of this resolution, as and when required.”

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BANGLA ENTERTAINMENT PRIVATE LIMITED

ASHOK

NAMBISSAN

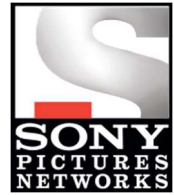
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ASHOK NAMBISSAN
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ASHOK NAMBISSAN

DIRECTOR

(DIN:00288695)



CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SONY PICTURES NETWORKS INDIA PRIVATE LIMITED AT ITS MEETING HELD ON DECEMBER 21, 2021

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (**“Act”**) and all other applicable provisions of the Act, and the rules and regulations framed thereunder, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by the Securities and Exchange Board of India, (including, in each case, any amendment(s), statutory modification(s) or re-enactment(s) for the time being in force), and any other applicable provisions, if any, read with the relevant clauses of the memorandum of association and articles of association of Sony Pictures Networks India Private Limited (the **“Company”**) and subject to the: (a) approvals of the shareholders, secured and unsecured creditors of the Company (if any), Bangla Entertainment Private Limited (**“BEPL”** or the **“Transferor Company 2”**) and Zee Entertainment Enterprises Limited (**“ZEEL”** or the **“Transferor Company 1”**); (b) approval of the National Company Law Tribunal, Mumbai Bench (**“NCLT”**); (c) approval of the Competition Commission of India (**“CCI”**); (d) no objections/ approvals of the BSE Limited and the National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**); (e) and approvals from such other persons or Governmental authorities as may be set out in the Scheme and the MCA such as the Ministry of Information and Broadcasting (**“MIB”**), and subject to such conditions and modifications as may be prescribed or imposed by any Governmental authorities while granting such approvals, and upon taking note of: (i) the valuation report dated December 21, 2021 provided by RBSA Valuation Advisors LLP, a registered valuer, that determines the share exchange ratio under the Scheme; (ii) valuation report dated December 21, 2021 provided by RBSA Capital Advisors LLP, a category 1 merchant banker registered with SEBI, prepared in accordance with the pricing guidelines set out under the Foreign Exchange Management Act, 1999 and rules, regulations, directions and circulars made thereunder (including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019), (iii) the valuation report dated December 21, 2021 provided by RBSA Valuation Advisors LLP, a registered valuer, that determines the value at which a preferential allotment will be made by the Company, and (iv) other relevant documents placed before the board of directors of the Company (**“Board”**), the approval of the Board be and is hereby accorded to the scheme of arrangement amongst the Company, the Transferor Company 1, and the Transferor Company 2, and their respective shareholders and creditors (**“Scheme”**), as placed before the Board, for *inter alia* the following as set out in the Scheme:

- (i) sub-division of the share capital of the Company, issuance and allotment of the bonus shares by way of a bonus issue by the Company, and issuance and allotment of 264,956,361 equity shares by the Company to the shareholders of the Company on a rights issue basis as contemplated in the Scheme;

Sony Pictures Networks India Private Limited

CIN: U92100MH1995PTC111487

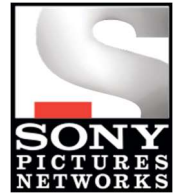
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- (ii) issuance and allotment of 36,710,306 equity shares by the Company to certain promoter entities of ZEEL;
- (iii) amalgamation of (a) ZEEL with and into the Company, and (b) BEPL with and into the Company, in each case, in accordance with Section 2(1B) of the Income-tax Act, 1961;
- (iv) dissolution without winding up of ZEEL and BEPL;
- (v) conversion of the Company into a 'public company' and consequent amendments to the memorandum of association of the Company;
- (vi) issuance and allotment of equity shares by the Company to the equity shareholders of ZEEL, based on the share exchange ratio specified in the Scheme;
- (vii) issuance and allotment of equity shares by the Company to the equity shareholders of BEPL, based on the share exchange ratio specified in the Scheme;
- (viii) transfer of the authorized share capital from ZEEL and BEPL to the Company;
- (ix) listing of the equity shares of the Company on the Stock Exchanges;
- (x) appointment of Punit Goenka as the managing director and the chief executive officer of the Company, subject to and on the terms as agreed between Punit Goenka and the Company;
- (xi) non-compete arrangements and payment of certain non-compete fees; and
- (xii) amendment of the articles of association of the Company;

RESOLVED FURTHER THAT any of the directors of the Company, General Counsel of the Company, Nitin Nadkarni, Chief Financial Officer and Rajkumar Bidawatka, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all actions and decide all matters relating to and / or incidental to the Scheme and/or necessary or desirable for giving effect to the Scheme, including but not limited:

- (a) to make any alterations, changes, or modifications to the Scheme, as may be expedient or necessary;
- (b) to withdraw the Scheme in accordance with the MCA;
- (c) to file the Scheme and / or any other information / details / documents (including any affidavits) / instruments with the NCLT or any other body or regulatory authority or agency (including third parties) to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (d) to file appropriate application(s), documents, petitions, filings, affidavits, letters or writings before the NCLT, or such other appropriate authorities seeking directions as to convening / dispensing with the meeting of the shareholders / secured or unsecured creditors of the Company and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT or such other appropriate authority;
- (e) to file any affidavits, petitions, pleadings, applications, orders, forms or reports before the NCLT, Stock Exchanges, CCI or any statutory or regulatory authority including the Registrar of Companies, as may be necessary, in connection with the Scheme and/or in connection with the sanction thereof, and to do all such acts, deeds or things as may be deemed necessary or desirable in connection therewith or incidental thereto;

Sony Pictures Networks India Private Limited

CIN: U92100MH1995PTC111487

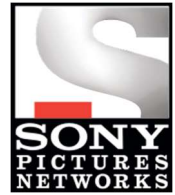
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- (f) to sign all applications, affidavits, petitions, pleadings, documents, filings, letters or writings relating to the Scheme, and represent the Company before the NCLT, Stock Exchanges, CCI, Ministry of Information and Broadcasting and any other regulatory authorities in relation to any matter pertaining to the Scheme or delegate such authority to any other person by a valid power of attorney;
- (g) to engage, dismiss or change counsels, advocates, solicitors, valuers and other professionals in connection with the Scheme;
- (h) to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices in connection with the Scheme;
- (i) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (j) to obtain approval from the NCLT, Stock Exchanges, CCI, MIB and such other authorities and parties including the shareholders, creditors and lenders as may be considered necessary, for the approval and sanction of the Scheme;
- (k) to incur expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses (such as stamp duty and other applicable taxes);
- (l) to do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (m) to delegate all or any of the above-mentioned powers to any other person.

RESOLVED FURTHER THAT any one of the directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to issue duly certified copies of this resolution, as and when required.”

CERTIFIED TRUE COPY

SONY PICTURES NETWORKS INDIA PRIVATE LIMITED

ASHOK
NAMBISSAN

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ASHOK NAMBISSAN
Date: 2022.01.03
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ASHOK NAMBISSAN
DIRECTOR
(DIN: 00288695)

Sony Pictures Networks India Private Limited

CIN: U92100MH1995PTC111487

Interface, Building No. 7, 4th Floor,
Off Malad Link Road, Malad (West)
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CERTIFIED COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON DECEMBER 21, 2021

SCHEME OF ARRANGEMENT AMONGST THE COMPANY, BANGLA ENTERTAINMENT PRIVATE LIMITED AND SONY PICTURES NETWORKS INDIA PRIVATE LIMITED

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), based on the recommendation of the Audit Committee and Independent Directors of the Company and subject to the sanction by the Hon’ble National Company Law Tribunal, Mumbai Bench (**‘NCLT’**) or such other competent authority, as may be applicable and subject to the requisite approvals of the (i) shareholders and/the creditors of the Company, as may be directed by NCLT; (ii) BSE Limited and the National Stock Exchange of India Limited (together the **‘Stock Exchanges’**); (iii) Securities and Exchange Board of India (**‘SEBI’**), (iv) Ministry of Information and Broadcasting (**‘MIB’**) and any other regulatory approvals, consents, permissions, sanctions, exemptions, as may be required under applicable laws, regulations, guidelines, the draft Scheme (a copy of which was tabled before the meeting and initialed by the Chairman of the Board for the purpose of identification) providing *inter-alia* for the following:

- (a) sub-division of the share capital of Sony Pictures Networks India Private Limited (**“Transferee Company”**) and issuance and allotment of bonus shares by way of a bonus issue;
- (b) issue of (i) 26,49,56,361 (Twenty Six Crores Forty Nine Lakhs Fifty Six Thousand Three Hundred and Sixty One) equity shares of the Transferee Company, to the existing shareholders of the Transferee Company, against the infusion of INR 79,48,69,08,300 (Indian Rupees Seven Thousand Nine Hundred Forty Eight Crore Sixty Nine Lakh Eight Thousand and Three Hundred) by way of rights issue; and (ii) 367,10,306 (Three Crore Sixty Seven Lakh Ten Thousand and Three Hundred and Six) equity shares of the Transferee Company, to Essel Holdings Limited, a promoter entity in Mauritius (**“Essel Mauritius”**) and a wholly owned subsidiary of Essel Mauritius, against the infusion of INR 1,101,30,91,800 (Indian Rupees Eleven Hundred and One Crore Thirty Lakh Ninety One Thousand and Eight Hundred) by way of a preferential issue;
- (c) the merger of Zee Entertainment Enterprises Limited (**“Company”**) into the Transferee Company, and the consequent issue of 85 (Eighty-Five) fully paid-up equity shares of INR 1 (Indian Rupee One) of the Transferee Company to the shareholders of the Company for every 100 (Hundred) fully paid up equity shares of INR 1 (Indian Rupee One) held by such shareholders of the Company;

Zee Entertainment Enterprises Limited

Regd. Office : 18th Floor, A-Wing, Marathon Futorex, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013, India
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- (d) the merger of Bangla Entertainment Private Limited (“BEPL”) into the Transferee Company and the consequent issue of 133 (One Hundred and Thirty-Three) fully paid-up equity shares of INR 1 (Indian Rupee One) of the Transferee Company to the shareholders of BEPL for every 10 (Ten) fully paid-up equity shares of INR 10 (Indian Rupees Ten) held by such shareholders of BEPL;
- (e) dissolution without winding up of the Company and BEPL;
- (f) Payment of an aggregate amount of USD equivalent of INR 1,101,30,91,800 (Indian Rupees Eleven Hundred and One Crore Thirty Lakh Ninety-One Thousand and Eight Hundred) by SPE Mauritius Investments Limited to Essel Mauritius towards non-compete obligations;
- (g) appointment of Mr. Punit Goenka as the Managing Director and the Chief Executive Officer of the Transferee Entity on terms set out in the Scheme; and
- (h) amendment of the Articles of Association of the Transferee Company;

be and is hereby approved.

RESOLVED FURTHER THAT a Merger Co-operation Agreement (‘MCA’) to be executed amongst the Company, BEPL and Transferee Company (a copy of which was tabled before the meeting and initialed by the Chairman of the Board for the purpose of identification), be and is hereby approved, and any one of Directors of the Company, Mr. Rohit Gupta, Chief Financial Officer, Mr. Ashish Agarwal, Chief Compliance Officer & Company Secretary, Mr. Mukund Galgali, Chief Commercial & Strategic Initiatives and Mr. Vikas Somani, Head - M&A and Business Development (collectively referred to as **Authorised Representative(s)**) be and are hereby severally authorised to finalise and execute the MCA and provide consent to any alteration or modification to the MCA on behalf of the Company.

RESOLVED FURTHER THAT the valuation report dated December 21, 2021 prepared by independent registered valuers GT Valuation Advisors Private Limited, tabled at the meeting, be accepted and taken on record.

RESOLVED FURTHER THAT the fairness opinion dated December 21, 2021 prepared by independent merchant banker Duff & Phelps India Private Limited, tabled at the meeting, be accepted and taken on record.

RESOLVED FURTHER THAT the fairness opinion dated December 21, 2021 prepared by independent merchant banker ICICI Securities Limited, tabled at the meeting, be accepted and taken on record.

RESOLVED FURTHER THAT the report of the Board dated December 21, 2021 in terms of section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and approved and that the same be signed on behalf of the Board by any one of the Directors of the Company.

Zee Entertainment Enterprises Limited

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RESOLVED FURTHER THAT the meeting(s) of the shareholders and/or creditors of the all the Companies forming part of the Scheme as directed by NCLT, be convened on a day and at a time as directed by the NCLT for the purpose of approving the Scheme.

RESOLVED FURTHER THAT in terms of the SEBI Listing Regulations and Circular No. SEBI/HQ/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 read with Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, issued by SEBI and as amended from time to time, the BSE Limited be and is hereby designated as the designated stock exchange.

RESOLVED FURTHER THAT the abovementioned Authorised Representative(s) be and are hereby severally authorised to undertake any actions for the implementation of the Scheme including *inter alia*:

- (a) nominate members to the Integration Planning Committee (as defined under the MCA) to be set-up along with officials of the Transferee Company to oversee the implementation of the Scheme and do all such acts considered necessary, desirable, expedient, or appropriate for giving effect to the Scheme;
- (b) to finalise and settle the Scheme and consent to any alteration or modification to the Scheme which the Stock Exchanges and/or NCLT and/or SEBI and/or any other regulatory authority may require or suggest or deem fit to impose;
- (c) to do and to perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the NCLT and/or SEBI, to implement and to make the Scheme effective, without any further approval of the Board;
- (d) to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Stock Exchanges, SEBI, NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds as it may deem necessary and desirable in connection therewith and incidental thereto;
- (e) to give such directions as they may consider necessary or advisable to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- (f) file the Scheme with the Stock Exchanges / SEBI for their approval and to sign / execute all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;

Zee Entertainment Enterprises Limited

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- (g) appoint advocates to conduct the matter of obtaining sanction to the Scheme and for this purpose, to appear or engage others to appear before the NCLT on behalf of the Company, finalise their fees, terms and conditions of their appointment, issue appointment letter(s) or other documents as required, furnish such information as may be required by them and to sign and execute letter(s), or such other document(s) as may be required for this purpose and to do all such acts, deeds and things as they may deem fit and proper in this regard;
- (h) obtain consent of shareholders and creditors, as may be required, for giving effect to the Scheme and conducting the meetings of the shareholders and/or the creditors, signing and sending the notice along with explanatory statement and carry all such other activities in relation to the meeting;
- (i) seek directions from the NCLT for convening or dispensing with meetings of the shareholders and / or creditors for approving the Scheme and to sign and file undertakings and other documents as may be necessary in this regard;
- (j) finalise and issue the notices for convening the meetings of the shareholders and / or creditors together with the explanatory statement thereto under the Act in terms of the directions of the NCLT and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (k) sign, execute, file requisite applications, pleadings, affidavits, petitions and other documents in the NCLT and to do all such acts, deeds and things as may be necessary in this behalf from time to time;
- (l) approve and finalise all notices, advertisements, announcements and other documents in connection with the Scheme;
- (m) to issue consents in writing on behalf of the Company, in its capacity as a shareholder or creditor of the companies which are a part of the Scheme;
- (n) make applications to and to obtain approvals from the relevant governmental authorities and other persons (including third parties) for their approval to the Scheme, as may be required, and to make such disclosures, filings and intimations to governmental or regulatory authorities, and other persons as may be required in relation to the Scheme, and for that purpose to undertake all necessary actions;
- (o) appoint one or more agencies or expert advisors, independent chartered accountants, merchant bankers, scrutinizers, etc. as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit and to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings, and other related documents in favour of the concerned authorities, as may be necessary in this regard;

Zee Entertainment Enterprises Limited

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- (p) make, execute, swear, declare and register all declarations, affidavits, applications, letters, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and/or State Government(s) and/or any other authorities and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;
- (q) to incur such expenses as may be necessary in relation to the above; and
- (r) to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme.”

RESOLVED FURTHER THAT any action already taken by the abovementioned Authorised Representatives of the Company in relation to appointment of advisors, auditors, advocates, attorneys, solicitors, valuers, auditors, accountants, merchant bankers and such other entity(ies) be and is hereby ratified.

RESOLVED FURTHER THAT the execution of the Zee-Promoter Co-operation Agreement (“Cooperation Agreement”) between the Company and Mr. Punit Goenka, Managing Director & Chief Operating Officer (a copy of which was tabled before the meeting and initialed by the Chairman of the Board for the purpose of identification), to *inter alia* bind the promoters and the Company to their inter-se obligations under the MCA be and is hereby approved and any one of the Authorised Representative(s) be and are hereby severally authorised to finalised and execute the Cooperation Agreement and provide consent to any alteration or modification to the Cooperation Agreement on behalf of the Company.

RESOLVED FURTHER THAT a ‘Special Merger Implementation Committee’ be formed with effect from December 21, 2021 to (i) consider and approve the agreements, contracts, reports and any other documents relating to the Merger of the Company and BEPL with the Transferee Company (“Merger”), (ii) appoint a consultant, auditors, valuer, lawyer to assist the Company for implementation of the Merger, (iii) delegate all or any of such powers and authorities to any other employee/ representative of the Company, as may be deemed necessary by them to give effect to the Merger and (iv) Finalise, sign, execute and deliver such other documents as may be necessary and to do and perform all such other acts, matters, deeds and things as may be necessary or desirable for implementation of the Scheme or in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme and matters related thereto.

RESOLVED FURTHER THAT

(a) the following Directors/Officers of the Company shall be the members of Special Merger Implementation Committee:

1. Mr. Adesh Kumar Gupta, Director
2. Mr. Punit Goenka, Managing Director & CEO;
3. Mr. Mukund Galgali, Chief, Commercial & Strategic Initiatives;
4. Mr. Vikas Somani, Head - M&A and Business Development.

Zee Entertainment Enterprises Limited

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Extraordinary Together

- (b) quorum for any meeting(s) of this Committee shall be two members, and the meeting(s) may have an invitee;
- (c) no fee shall be payable to any member(s) for attending any meeting(s) of the Committee;
- (d) the Committee be and is hereby authorised to sub-delegate any of the aforesaid powers to any other executives of the Company with appropriate restrictions and/or conditions as to nature, limit or scope of such sub-delegation.

RESOLVED FURTHER THAT subject to the directions of the NCLT, the Special Merger Implementation Committee be and is hereby authorised to appoint such other person as may be directed by the NCLT to act as chairman of the court convened meetings of the shareholders and creditors of the Company.

RESOLVED FURTHER THAT certified to be true copy of the resolution signed by any of the abovementioned Authorised Representatives of the Company be furnished to all concerned as may be necessary.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Authorised Representatives of the Company in terms of the Articles of Association of the Company."

For Zee Entertainment Enterprises Limited

**ASHISH
RAMESH
AGARWAL**

Digitally signed by ASHISH RAMESH AGARWAL
DN: cn=, postalCode=400044,
o=MAHARASHTRA, st=MAHARASHTRA, email=ashish.ramesh@zee.com,
serialNumber=248463395504080206302
502413a1a7b7601e0352a8791296a456565,
givenName=ASHISH RAMESH AGARWAL
ZEE.COM
93564419607, o=ZEE ENTERTAINMENT ENTERPRISES LIMITED,
ou=ASHISH RAMESH AGARWAL,
Date: 2022.01.11 16:44:23 +05'30'

Ashish Agarwal
Company Secretary
FCS 6999

Mumbai, January 10, 2022

Zee Entertainment Enterprises Limited

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